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BEFORE THE  
SURFACE TRANSPORTATION BOARD

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Finance Docket No. 29963

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BAY COLONY RAILROAD CORPORATION --  
MODIFIED RAIL CERTIFICATE -- CERTAIN LINES OF  
COMMONWEALTH OF MASSACHUSETTS

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NOTICE OF INTENT TO TERMINATE CERTAIN SERVICE

ENTERED  
Office of Proceedings

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Part of  
Public Record

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Attorney for Bay Colony  
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Dated: February 18, 2009

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SURFACE TRANSPORTATION BOARD**

**Finance Docket No. 29963**

**BAY COLONY RAILROAD CORPORATION --  
MODIFIED RAIL CERTIFICATE -- CERTAIN LINES OF  
COMMONWEALTH OF MASSACHUSETTS**

**NOTICE OF INTENT TO TERMINATE CERTAIN SERVICE**

Bay Colony Railroad Corporation ("BCLR") hereby files this Notice of Intent to Terminate Certain Service" (the "Notice") pursuant to 49 CFR 1150.24.

1. BCLR was the operator of certain lines of railroad, which are owned by the Commonwealth of Massachusetts, pursuant to a modified certificate of public convenience and necessity, which was issued by the Interstate Commerce Commission ("ICC") in Finance Docket No. 29963 by notice served on June 29, 1982.

2. BCLR is the operator of certain other lines of railroad, one of which is owned by the Commonwealth of Massachusetts (the Lowell Secondary Track) and one of which is owned by the Massachusetts Bay Transportation Authority and is subject to a permanent freight easement owned by BCLR (the Millis Industrial Track), pursuant to a modified certificate of public convenience and necessity, which was issued by the ICC in Finance Docket No. 29963 by notice served on September 24, 1987.

3. Pursuant to a notice dated November 2, 2007, BCLR gave notice of its intent to terminate service as of 11:59 p.m. on January 5, 2008 on the Lowell Secondary Track, as described in the 1987 Modified Certificate, and on the following lines as described in the 1982 Modified Certificate: Buzzards Bay (milepost 0.3) to Falmouth (milepost 13.8); Sandwich (milepost 7.8) to Hyannis (milepost 24.3); Yarmouth (milepost 0.0) to South Dennis (milepost 5.6); Weir Junction (milepost 0.0) to Winter Street (milepost 1.5); Buzzards Bay (milepost 0.0) to East Sandwich (milepost 7.8); and Buzzards Bay (milepost 1.5 [sic]) to Middlemore [sic] (milepost 19.8 [sic]) (the proper description of this last line is Buzzards Bay (milepost 19.8) to Middleboro (milepost 1.5)).

4. Massachusetts Coastal Railroad, LLC ("MC") filed a notice on November 29, 2007 for a modified certificate to operate certain of the lines listed in paragraph 3 above as well as the portion of the Watuppa branch that is owned by the Commonwealth of Massachusetts and that was described in the 1982 Modified Certificate as "Watuppa (milepost 6.0) to Westport Factory (milepost 12.1)" (the "State Watuppa Line"). STB Finance Docket No. 35097. BCLR owns and operates the portion of the Watuppa branch between the connection with CSX Transportation at milepost 0.08 and the beginning of the State Watuppa Line at milepost 6.0. At the request of MC and with the consent of the Commonwealth of Massachusetts, BCLR continued to provide service to the one shipper located on the State Watuppa Line subsequent to January 5, 2008 while MC and BCLR continued to address long-term arrangements for service to such shipper.

5. As requested by the Commonwealth of Massachusetts, BCLR filed with the Board, on February 16, 2008, a notice dated February 15, 2008, of BCLR's intent to

terminate service as of 11:59 p.m. on April 16, 2008 on the State Watuppa Line as described in the 1982 Modified Certificate.

6. As of April 18, 2008, MC and BCLR entered into an agreement (the "2008 Agreement"), which was approved by the Commonwealth of Massachusetts, pursuant to which BCLR agreed to continue to operate the State Watuppa Line until April 16, 2009. The 2008 Agreement was described in a notice dated April 21, 2008, which was filed by BCLR with the Board on April 22, 2008 pursuant to 49 CFR 1150, Subpart C.

7. BCLR hereby gives notice of its intent to terminate service as of 11:59 PM on April 20, 2009 on the State Watuppa Line. BCLR and MC have discussed the possibility of extending or modifying the 2008 Agreement, but they have been unable to reach an understanding. Consequently, the 60 day notice required by 49 CFR 1150.24 was not given in order to permit BCLR to terminate its service as of April 16, 2009, as provided in the 2008 Agreement. If, however, MC is able to initiate service on the State Watuppa Line and if the Commonwealth of Massachusetts consents to such initiation of service as of April 16, 2009, BCLR intends to permit MC to provide such service, recognizing that this Notice will not enable BCLR to terminate service until April 20, 2009.

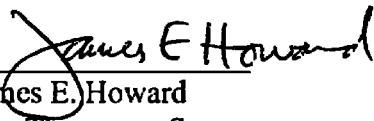
8. BCLR has not and is not by this Notice giving notice of the termination of its rights to provide service on the Millis Industrial Track, as described in the 1987 Modified Certificate, or on the lines described in the 1982 Modified Certificate, other than the lines that are listed in paragraphs 3 and 7 above.

9. BCLR hereby represents that, simultaneously with the filing of this Notice with the Board, it is filing a copy of the Notice with the Executive Office of Transportation and Public Works of the Commonwealth of Massachusetts and mailing

copies of the Notice to all persons that have used the State Watuppa Line within six months preceding the date of this Notice.

**Bay Colony Railroad Corporation**

By its Attorney,

  
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Dated: February 18, 2009